



**RIMFIRE PACIFIC MINING NL**  
**ABN 59 006 911 744**

**NOTICE OF ANNUAL GENERAL MEETING**

**And**

**EXPLANATORY MEMORANDUM**

Date of Meeting	Friday 14 <sup>th</sup> November 2014
Time of Meeting	10:00 am
Place of Meeting	RACV Club (City) 501 Bourke Street Melbourne VIC 3000 "Bayside Room 6" Level 2

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

**RIMFIRE PACIFIC MINING NL**  
**ABN 59 006 911 744**

**NOTICE OF ANNUAL GENERAL MEETING**

*Notice is hereby given that the annual general meeting of shareholders of Rimfire Pacific Mining NL ("Company") will be held at RACV Club (City) 501 Bourke Street, Melbourne Victoria 3000, "Bayside Room 6" Level 2 on 14 November 2014 at 10:00 am (Melbourne time).*

*The Explanatory Memorandum which accompanies and forms part of this "Notice of Annual General Meeting" describes the various matters to be considered at the annual general meeting.*

**AGENDA**

**ORDINARY BUSINESS**

**Item 1 - FINANCIAL STATEMENTS AND REPORTS**

***"To receive and consider the Company's Annual Report comprising the Directors' Report, Auditor's Report and Financial Statements for the year ended 30 June 2014."***

The electronic version of the annual report can be found at:

Rimfire Pacific Mining NL website [http://www.rimfire.com.au/asx\\_announcements.htm](http://www.rimfire.com.au/asx_announcements.htm) 2014 Annual Report

ASX website at <http://www.asx.com.au/asx/research/companyInfo.do?by=asxCode&asxCode=RIM>

To consider, and if thought fit, pass the following resolutions, with or without amendment, as ordinary resolutions of the Company.

**Item 2 - Resolution 1: REMUNERATION REPORT**

***"To adopt the Remuneration Report for the Year ended 30 June 2014."***

**Short explanation**

The Corporations Act 2001 requires listed companies to put to shareholders at the AGM a non-binding resolution concerning the Remuneration Report which is contained in the Directors' Report section of the Annual Report.

Shareholders will be given an opportunity to ask questions concerning the Remuneration Report at the AGM. As stated, the resolution is non-binding.

**Voting Exclusion Statement**

In accordance with the ASX guidelines for resolutions pertaining to the Remuneration Report, the Company will disregard any votes cast on this resolution by Key Management Personnel (KMP) and closely related parties to KMP. All Executive and Non-Executive Directors are considered KMP for the purposes of this resolution.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by KMP or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

**Item 3 - Resolution 2: RE-ELECTION OF DIRECTOR THOMAS BURROWES**

***"That Mr Thomas Burrowes, who retires by rotation in accordance with Clause 13.2 of the Company's constitution, and being eligible offers himself for re-election, be re-elected as a Director".***

**Item 4 – Resolution 3: RE-ELECTION OF DIRECTOR RAMONA ENCONNIERE**

***“That Ms Enconniere, who retires by rotation in accordance with Clause 13.2 of the Company’s constitution, and being eligible offers herself for re-election, be re-elected as a Director”.***

**Short explanation – Resolutions 2 and 3**

The Company’s New Constitution (2013) requires one third of the Directors rounded up (other than the Managing Director) to retire at each Annual General Meeting, being the Directors longest in office at the date of the Annual General Meeting.

Mr Burrowes and Ms Enconniere must therefore retire and have offered themselves for re-election and election respectively. The details of all Directors are set out in the Directors’ Report section of the Annual Report.

**Item 5 – Resolution 4: ELECTION OF DIRECTOR JOHN GILLETT**

***“That Mr John Gillett, who was appointed a Director of the Company since the last Annual General Meeting, retires in accordance with Clause 13.4 of the Company’s constitution and being eligible, offers himself for election, be elected as a Director”.***

**Short explanation – Resolution 4**

The Company’s Constitution allows the Directors to appoint an additional Director, so long as it does not exceed the maximum number of directors specified in the constitution, which is 9. Any Director so appointed only holds office until the next following general meeting and is then eligible for re-election, but is not taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr Gillett must therefore retire and has offered himself for election. The details of all Directors are set out in the Directors’ Report section of the Annual Report.

**BY ORDER OF THE BOARD**



Graham Billingham  
Company Secretary  
DATED: 13th October 2014

## **PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS**

### **PROXY AND BODY CORPORATE REPRESENTATIVE INSTRUCTIONS**

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf under Section 249X of the Corporations Act 2001 (Cth). Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under Section 250D of the Corporations Act 2001 (Cth).

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) and certificates appointing body corporate representatives or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) or certificate appointing a body corporate representative must be deposited at, posted to, emailed to, or sent by facsimile transmission to the Company's registered office, as follows:

- **Suite 411, 530 Little Collins Street, Melbourne Victoria 3000, Australia; or**
- **Fax (03) 9620 5822 (or International Fax +61 3 9620 5822); or**
- **rimfire@rimfire.com.au**

and not less than 48 hours before the time for holding the Meeting, or adjourned Meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the shareholder or his/her attorney duly authorized in writing or, if the shareholder is a corporation, in the manner permitted by the Corporations Act.

The proxy may, but need not, be a shareholder of the Company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

### **VOTING ENTITLEMENT**

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm, 11<sup>th</sup> November 2014 Melbourne Time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared for the information of members of Rimfire Pacific Mining NL ABN 59 006 911 744 (“Rimfire” or “Company”) in connection with the business to be conducted at the Annual General Meeting of members to be held on 14<sup>th</sup> November 2014 at 10:00am (“Meeting”).

The Notice of Meeting sets out the details of four (4) separate resolutions to be put to Shareholders comprising the following:

- **Resolution 1 (Item 2)** seeks the approval to adopt the Remuneration Report as it appears in the 2014 Annual Report. The resolution is non-binding on the Company;
- **Resolution 2 (Item 3)** seeks the re-election Mr Thomas Burrowes as a Director of the Company;
- **Resolution 3 (Item 4)** seeks the re-election Ms Ramona Enconniere as a Director of the Company;
- **Resolution 4 (Item 5)** seeks the election Mr John Gillett as a Director of the Company;

**Resolutions 1, 2 3 & 4 are standard for an Annual General Meeting of a Company. However, additional background is provided for Resolution 1 given the implications for this resolution under legislation and regulations.**

### 1. BACKGROUND FOR RESOLUTION 1 (ITEM 2) – REMUNERATION REPORT ADOPTION

An important point in relation to the resolution for the adoption of the remuneration report is the ability of shareholders to “spill” the Company’s board following “two strikes” against the adoption of the remuneration report at two successive AGMs.

In summary, if at least 25% of the votes cast on the resolution to adopt the remuneration report are voted against adopting the remuneration report at the 2014 AGM, and then again at the Company's 2015 AGM, the Company will be required to put to shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of new Directors to the Company (Spill Resolution).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the Company's 2015 AGM. All of the Directors who are in office when the Company's 2015 Directors' Report is approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting, each person whose election or re-election as a Director is approved, will become a Director of the Company.